

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

MAY 16, 2018

The Board of Directors of the National Railroad Passenger Corporation (Amtrak) met in the Board Room of the Corporation's headquarters located at 1 Massachusetts Ave., N.W., in Washington, D.C. on Wednesday, May 16, 2018.

Board Members participating in the meeting were Anthony Coscia (Board Chairman), Richard Anderson (President & CEO, non-voting), Christopher Beall, Yvonne Burke (via telephone), Thomas Carper, and Albert DiClemente.

Paul Nissenbaum (FRA Associate Administrator) participated in the meeting.

Mr. Coscia chaired the meeting and called it to order in Executive Session at 2:35 p.m.

EXECUTIVE SESSION

APPROVAL OF MEETING MINUTES

Following discussion, the Board voted to approve the minutes of its March 21 & 22, 2018 and April 23, 2018 meetings.

(6-0)

PRESIDENT'S REPORT

Mr. Anderson provided the Board with an updated report on the state of Amtrak in Executive Session.

AUDIT & FINANCE COMMITTEE REPORT

Mr. Coscia reported on the Audit & Finance Committee meeting. He discussed the 2018 Audit Plan, the current financial performance of Amtrak, the 2019 planning process, and a tax update. He also reported on the new Enterprise Risk Management (ERM) executive hire.

PERSONNEL & COMPENSATION COMMITTEE REPORT

Mr. DiClemente reported on the Personnel & Compensation Committee meeting. He discussed the new internship and co-op programs, the new drug and alcohol program, diversity and engagement programs, and the financial performance of the Corporation's benefit plans.

SAFETY & SECURITY COMMITTEE REPORT

Mr. Beall reported on the Safety & Security Committee meeting. He commenced the report by briefing the Board on the Bowie, Maryland employee fatality; and he also commented to the Board on the upcoming National Transportation Safety Board (NTSB) hearing on the Train 501 and 91 accidents. The Committee discussed Amtrak's safety metrics and SMS initiatives. Mr. Beall briefed the Board on Positive Train Control (PTC) implementation and risk mitigation for PTC equivalent level of safety for mainline track exclusions (MTE).

APD OFFICER OF THE YEAR

Mr. Beall presented the Board with resolutions naming Invesgigator Shaunta Bond as the Amtrak Police Department's 2017 Officer of the Year. After discussion, the Board voted to adopt the following resolutions:

WHEREAS, Investigator Shaunta Bond began her law enforcement career with the Amtrak Police Department on January 17, 2012 as a police officer and on November 2, 2015 was assigned to the Criminal Investigation Unit (CIU) as an investigator; and

WHEREAS, Investigator Bond has received multiple Officer of the Month Awards, a Customer Service Award and Distinguished Unit Citation, and several letters of commendation; and

WHEREAS, Investigator Bond is an instructor for Law Enforcement Control Tactics, Professional Communications, ICAT and is a Field Training Officer. Bond is routinely required to perform uniform patrol duties in addition to investigations, which provides opportunities for other officers to observe and assist with criminal incidents from initial report to successful conclusion. In addition, Bond represented the APD at the 53rd Annual FBINAA Training Conference; and

WHEREAS, Investigator Bond was an integral part of the multi-agency cooperative effort to address narcotics and

homeless challenges in and around Washington Union Station. She worked with several agencies' narcotics units to address the K2 and Opioid addiction challenges with positive results; and

WHEREAS, Investigator Bond's intuitive skills assisted with the successful closure of many cases including three incidents that earned her Officer of the Month awards in March, August and November 2017; and

WHEREAS, Investigator Bond was assigned to follow-up two burglaries and one attempted burglary in Washington Union Station. After extensive efforts, Bond was able to obtain identification on all of the suspects and wrote eight separate felony warrants for three suspects. Due to the investigator's proficiency, within approximately two weeks, all warrants were entered into NCIC and by March 22, 2017, all suspects had been arrested; and

WHEREAS, on May 3, 2017, the Amtrak Police National Communications Center received a call stating there was a suicidal customer on board an Amtrak train who was in possession of a handgun in his carry-on bag. At the time of the call, the train was in South Carolina, and local law enforcement was contacted to meet the train. Police interviewed the customer, who stated that he did not have any baggage and he was permitted to remain onboard. When the train arrived in Washington, D.C., Investigator Bond and other members of the CIU observed the customer on the platform carrying two bags. After approaching and questioning him, the customer admitted he had a weapon. A consensual search of his bags revealed a revolver and ammunition. The suspect was also determined to be a convicted felon and placed into custody; and

WHEREAS, on November 28, 2017, a woman was assaulted inside Washington Union Station. Investigator Bond reviewed station video and found footage of the suspect fleeing the area. She created a "be on the lookout" flyer and contacted Metro Transit to request assistance in identifying the suspect. Metro Transit provided information that Investigator Bond presented to the Assistant U.S. Attorney's Office in order to obtain a subpoena for the suspect's DC One Smart Trip Card information. Later, Metro Transit Police contacted Investigator Bond and advised that they had stopped the suspect in the metro system. Investigator Bond responded and took him into custody. A photo array was prepared, but the victim failed to identify the suspect from the array. Photos and video of the suspect were shown to a counselor at the suspect's high school, and the counselor was able to positively identify the individual. That further identification convinced the Office of the Attorney General to move forward on the case; therefore be it

RESOLVED, that the Board of Directors of the National Passenger Railroad Corporation approve the selection of Amtrak Police Investigator Shaunta Bond as Amtrak's 2017 Officer of the Year.

(6-0)

GOVERNMENT RELATIONS, LEGAL, AND GOVERNANCE AFFAIRS REPORT

Mr. Coscia reported on the Government Relations, Legal, and Governance Affairs Committee meeting. He reported on the state of Amtrak's 2019 appropriations and general government affairs matters.

Mr. Beall and Ms. Burke left the meeting.

The Executive Session concluded at 3:55 p.m., and the Board took a brief break.

At 4:00 p.m., Chairman Coscia reconvened the meeting.

Eleanor D. Acheson (Executive Vice President, Chief Legal Officer, General Counsel & Corporate Secretary), William N. Feidt (Executive Vice President, Chief Financial Officer), Phil A. Hancock (Senior Assistant Corporate Secretary), J. Timothy Griffin (Executive Vice President, Chief Marketing & Business Development Officer), Ken Hylander (Executive Vice President, Chief Safety Officer), Scot Naparstek (Executive Vice President, Chief Operating Officer), D.J. Stadtler (Executive Vice President, Chief Administration Officer), and Christian Zacariassen (Vice President, Chief Information Officer) joined the meeting.

SUCCESSION PLANNING

The Board reviewed the enterprise succession plan with the Executive Leadership Team (ELT).

OPERATIONS REPORT

Mr. Naparstek provided the Operations report. He discussed performance statistics, on-time performance (OTP) and delay factors, engineering spending, and PTC implementation.

MARKETING & COMMERCIAL REPORT

Mr. Griffin provided the Marketing & Commercial Report, commencing with the April 2018 results. He said that April ticket revenue was \$10.8 million short of budget and that FYTD ticket revenue was \$29.4 million short, but was \$23.5 million over FY17. He pointed out that system-wide ridership was down 6.1% versus last year. Mr. Griffin discussed service line performance and e-CSI scores. He said that the biggest issues coming out of the month of March and into April related to the snow storms, but performance improved toward the end of April. The Board discussed the results of the recent fare sale, seat assignment initiative, and on-board WiFi upgrades, and Mr. Griffin responded to questions.

FINANCE REPORT

Mr. Feidt provided the Finance Report. He discussed the Corporation's adjusted operating earnings, pointing out that YTD April FY18 included one-time impacts as a result of two train derailments, a reduction in force, and was offset by labor contracts finalized at lower than approved rates. Mr. Feidt reported on the April forecast; he noted that revenue shortfalls had caused a bottom line miss to the plan, but pressure was being applied across the corporation to make up for losses. Mr. Feidt discussed the April capital spend, headcount, and then responded to questions from the Board.

At 5:30 p.m., Management left the meeting and the Board took a brief break.

At 5:35 p.m., Chairman Coscia reconvened the meeting in Executive Session. Tom Howard (Inspector General) and Kevin Winters (Deputy Inspector General) joined the meeting.

INSPECTOR GENERAL'S REPORT

Mr. Howard and Mr. Winters reported to the Board on confidential Inspector General matters.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 6:10 p.m.

Eleanor Acheson
Eleanor D. Acheson
Corporate Secretary

Phil Hancock
Phil A. Hancock
Senior Assistant Corporate Secretary